

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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STEPHEN M. WILSON, *et al.*,

Case No: 07-Civ-6176

Plaintiffs,

-v.-

IMAGESAT INTERNATIONAL N.V., *et al.*,

Defendants.

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**YOAV CHELOUCHE DECLARATION IN SUPPORT OF
MOTION TO DISMISS**

Yoav Chelouche declares, pursuant to 28 U.S.C. § 1746:

1. I make this declaration in support of my motion to dismiss the complaint in the above-captioned action for lack of personal jurisdiction. The following statements are based upon my personal knowledge.

2. I have been a director at ImageSat International N.V. ("ImageSat") since August 28, 2006. Prior to that, I had no affiliation with ImageSat, Israel Aerospace Industries Ltd. ("IAI"), or Elbit Systems Ltd. ("Elbit").

3. I am a citizen of Israel, residing in Ramat-Hasharon, Israel.

4. I am not a citizen or resident of the United States.

5. I was born in Paris, France and have resided in Israel for most of my life.

6. My native language is Hebrew.

7. I served in the Israeli army for five years.

8. I have never resided in the State of New York or elsewhere in the United States.

9. I do not rent or own any real property in the State of New York.

10. I do not own a bank account registered or located in the State of New York or anywhere else in the United States.

11. I do not have a mailing address in the State of New York or anywhere else in the United States.

12. I do not have a telephone number (land or cell) in the State of New York. Although I have had a U.S. telephone number since 2006, it is owned by an Israeli company – Rosetta Genomics Ltd. – and used for my business with Rosetta Genomics Ltd. and is not used for my business with ImageSat.

13. I have traveled to the State of New York approximately two to three times a year in the past five years and to the United States in total approximately three to four times a year in the past five years. All of my visits (except for attending ImageSat board meetings) were made for business purposes unrelated to ImageSat (to conduct fundraising as partner of a venture capital firm and to attend board meetings). I traveled to the State of New York three times for an ImageSat board meeting: on November 22, 2006, May 31, 2007 and August 23, 2007.

14. During my tenure as a director of ImageSat, I have traveled to the United States on behalf of ImageSat only three times -- for the board meetings described above.

15. I do not conduct any personal business in the State of New York.

16. I was not directly or indirectly involved in the preparation or negotiation of any of

the agreements referenced in the complaint.

17. I did not attend any meetings in the State of New York in connection with any of the agreements referenced in the complaint.

18. I did not email or telephone anybody in the State of New York in connection with the negotiation or execution of any of the agreements referenced in the complaint.

19. I was not involved in the preparation of the Initial Public Offering of ImageSat stock on the NASDAQ for the anticipated IPO.

20. I did not attend meetings in the State of New York in connection with the planned IPO.

21. I was not involved in the preparation, review, or filing of the F1 registration filing with the Securities and Exchange Commission in connection with the planned IPO.

22. I did not attend any meeting in the State of New York in connection with the F1 registration for the planned IPO.

23. I did not participate in any meeting with Stephen Wilson in the State of New York regarding the alleged Venezuela opportunities as referred to in the complaint.

24. I was not involved in the negotiation of any Satellite Operating Partner ("SOP") agreements in the State of New York.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October, 11, 2007 in Ramat-Gan, Israel.



Yoav Chelouche